

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 24990-D FILED

SEP 01 '04

10-16 AM

SURFACE TRANSPORTATION BOARD



August 26, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated July 28, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24990.

The names and addresses of the parties to the enclosed document are:

Lessor/Manager: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Riceland Foods, Inc.
2120 South Park Ave
Stuttgart, AR 72160

Owner of Cars in Group 2:
ATEL Leasing Corporation
600 California Street, 6th Floor
San Francisco, CA 94108

A description of the railroad equipment covered by the enclosed document is five (5) 23,000 gallon, uni-temp tank cars, marked GROX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies. If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

Theresa Catapano
Manager of Documentation

Enclosures
(RICE011)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28th day of July, 2004 by and among First Union Rail Corporation ("Lessor"), a North Carolina corporation, as Owner of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation, Owner of Cars listed on Exhibit A in Group 2, and Riceland Foods, Inc. ("Lessee"), an Arkansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 23, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 20, 2004, subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as Manager of the Lease with respect to the ATEL Cars in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION, as Owner of Cars in Group 1,
and as Manager for ATEL Leasing Corporation for Car in Group 2

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: _____

By: Theresa CatapanoName: THERESA CATAPANOTitle: MANAGER OF DOCUMENTATION Executed on this 28th day of July, 2004.

[CORPORATE SEAL]

RECORDATION NO. 24990-D FILEDSTATE OF ILLINOIS

SEP 01 '04

10-16 AM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

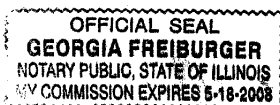
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24th day of August, 2004.

My Commission Expires:

5-18-2008

(Notary Public)



LESSEE:

RICELAND FOODS, INC.

By: _____

Name: G. A. DELATTE

Title: VICE PRESIDENT

ATTEST:

By: _____

Name: THERESA CATAPANO

Title: MANAGER OF DOCUMENTATION Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Arkansas

I, Pat Young, a Notary Public of the County and State
aforesaid, certify that G. A. Delatte personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22 day of July, 2004.

Notary Public

Commission Expires:

4-1-14
(Notary Public)

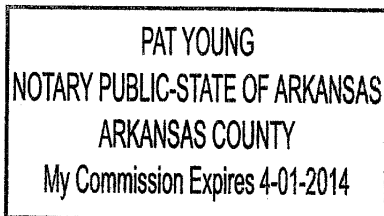


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 23,000 Gallon, Uni-Temp Tank Cars

CAR NUMBERS: Group 1 - First Union Rail Corporation (Owner)

GROX 5006

GROX 5010

GROX 5024

GROX 5067

Group 2 - Atel Leasing Corporation (Owner)

GROX 015008